



Union Tank Car Company

39 South La Salle Street
Chicago, Illinois 60603
312/372-9500

Arthur B. Hillman
Secretary and
Assistant General Counsel

No.

4-331A011

Date NOV 26 1984

Fee \$ 10.00

ICC Washington, D. C.

ICC OFFICE OF
THE SECRETARY
NOV 28 8 47 AM '84
MOTOR VEHICLE UNIT

RECORDATION NO. 7949-F

Filed 1425

NOV 23 1984 - 8 55 AM

INTERSTATE COMMERCE COMMISSION

November 9, 1984

RECORDATION NO. 7949-F

Filed 1425

NOV 23 1984 - 8 55 AM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Sir:

We transmit to you herewith by registered mail for recordation, pursuant to 49 U.S.C. Sec. 11303, an original and two certified counterparts of the Third Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated October 15, 1984, by and between Union Tank Car Company, 39 South LaSalle Street, Chicago, Illinois 60603 (the "Company") and Pittsburgh National Bank, Pittsburgh National Bank Building, 5th Avenue at Wood Street, Pittsburgh, Pennsylvania 15265 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of June 1, 1975, between the Company and the Bank. The Supplemental Agreement evidences the substitution under said Equipment Trust Agreement of 15 railroad cars, identified with the initials UTCX, and more fully described in Schedule A attached hereto.

Also enclosed for recordation is an original and two certified counterparts of a Bill of Sale to the Company from the Bank, which Bill of Sale relates to the 30 railroad cars in respect of which the aforesaid substitution was made. The railroad cars covered by the Bill of Sale are more fully described in Schedule B attached hereto. The Bill of Sale releases the Equipment from the encumbrance created by the Equipment Trust Agreement.

The Supplemental Agreement and the Bill of Sale should be recorded as supplements to the Equipment Trust Agreement dated as of June 1, 1975, which was recorded with your office on June 9, 1975, and assigned recordation number 7949. We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.

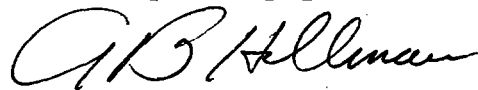


A MEMBER OF THE MARMON GROUP OF COMPANIES

Page -2-
November 9, 1984
Secretary

Please return the original copy of the Supplemental Agreement and the Bill of Sale to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "C. B. Hillman". The signature is written in dark ink and is positioned below the typed name "C. B. Hillman".

SCHEDULE A

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Description Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
15	LO	5701 Cuft.	UTCX 57525, 57526, 57527, 57528, 57529, 57530, 57531, 57532, 57533, 57534, 57535, 57536, 57537, 57538, 57539
—			
15 Total			

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Description Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
10	Gondola	4,000 Cuft.	CN 199334, 199345, 199390, 199397, 199463, 199515, 199537, 199554 UNPX 102155, 102170
3	AARGBS	6,810 Cuft.	UTBX 10003, 10005, 10060
1	TA	13,500	UTLX 12936
1	TM	13,500	UTLX 12716
2	TA	14,000	UTLX 14516, 14519
2	TM	14,500	UTLX 12001, 14732
2	TM	16,000	UTLX 71564, 71568
2	TM	17,000	UTLX 72387, 72599
1	TM	20,000	UTLX 73892
2	TM	23,000	UTLX 72617, 72623
1	TM	23,500	UTLX 72834
<u>3</u>	TP	25,500	UTLX 28563, 28589, 28593
30 Total			

Interstate Commerce Commission
Washington, D.C. 20423

11/26/84

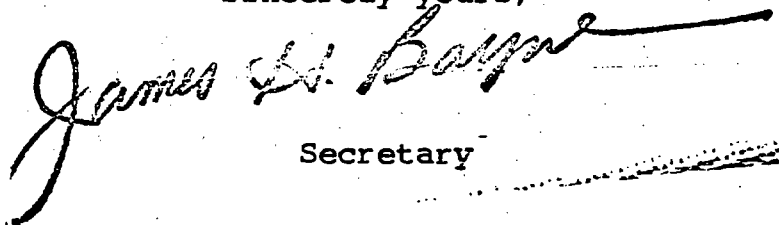
OFFICE OF THE SECRETARY

Arthur B. Hillman
Union Tank Car Co.
39 South LaSalle St.
Chicago, Ill. 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/23/84 at 8:55am and assigned re-recording number(s). 7949-E & 7949-F

Sincerely yours,


Secretary

Enclosure(s)

STATE OF ILLINOIS)
COUNTY OF COOK)

REGISTRATION NO. 7948-F Filed 7/25

NOV 23 1984 -8 55 AM

INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Therese Grimm, a Notary Public in and for said County, states that she compared the attached copy of the Bill of Sale dated the 31st day of October, 1984, from Pittsburgh National Bank to Union Tank Car Company with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 9th day of November, 1984.

Therese Grimm
Notary Public

MY COMMISSION EXPIRES 2/23/88

BILL OF SALE

Pittsburgh National Bank

as Trustee under Equipment Trust Agreement

Dated as of June 1, 1975 (Series 12)

to

Union Tank Car Company

KNOW ALL MEN BY THESE PRESENTS, that Pittsburgh National Bank (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of June 1, 1975 (the "Agreement"), by and between the Bank, as Trustee, and Union Tank Car Company (the "Company"), in consideration of the conveyance to the Bank, as Trustee, of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and of the compliance by the Company with the terms of the Agreement, and particularly Section 5.06 thereof, with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, has sold, assigned, transferred, set over and delivered, and by these presents does hereby sell, assign, transfer, set over and deliver unto the Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by the Company to the Bank, as Trustee aforesaid, pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto annexed and by reference incorporated herein, hereby warranting that such Equipment is free and clear from all liens and encumbrances of the Bank.

TO HAVE AND TO HOLD the said Equipment unto the Company and its successors and assigns forever.

This Bill of Sale releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission on June 9, 1975, and assigned recordation number 7949.

IN WITNESS WHEREOF, the Bank, as Trustee aforesaid, has caused this instrument to be duly executed by a proper corporate officer thereunto duly authorized, and its corporate seal to be hereunto affixed and attested, this 31st day of October, 1984.

PITTSBURGH NATIONAL BANK

By  J. F. [unclear]

Vice President

(CORPORATE SEAL)

ATTEST:



Its

STATE OF PENNSYLVANIA)
) SS
COUNTY OF ALLEGHENY)

On this 31st day of October, 1984, before me, a Notary Public in and for said County, personally appeared F. J. DERAMO and J. G. ROUTH to me personally known, who being by me duly sworn did say that they are respectively VICE PRESIDENT and ASSISTANT VICE PRESIDENT of Pittsburgh National Bank, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by authority of the Board of Directors, and said F. J. DERAMO and J. G. ROUTH acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.

Dorothy A. Liggett
Notary Public

My Commission Expires:

DOROTHY A. LIGGETT, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES JAN 1, 1986
Member, Pennsylvania Association of Notaries

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

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